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[Proposed] Co-Lead Counsel for Plaintiffs

[Additional counsel appear on signature page.]

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

THE EDWARD J. GOODMAN LIFE
 INCOME TRUST, Derivatively on Behalf of
 NVIDIA CORPORATION,

Plaintiff,

vs.

JEN-HSUN HUANG, et al.,

Defendants,

– and –

NVIDIA CORPORATION, a Delaware
 corporation,

Nominal Defendant.

No. C-06-06110-SBA

STIPULATION AND ORDER
 CONSOLIDATING CASES FOR ALL
 PURPOSES, APPOINTING LEAD
 PLAINTIFF AND LEAD COUNSEL, AND
 ESTABLISHING BRIEFING SCHEDULE

[Caption continued on following page.]

1 HYUN JA PARK, Derivatively on Behalf of) No. C-06-06544-SBA
2 NVIDIA CORPORATION,)
3 Plaintiff,)
4 vs.)
5 JEN-HSUN HUANG, et al.,)
6 Defendants,)
7 – and –)
8 NVIDIA CORPORATION, a Delaware)
9 corporation,)
10 Nominal Defendant.)

11 ALASKA ELECTRICAL PENSION FUND,) No. C-06-06952-SBA
12 Derivatively on Behalf of NVIDIA)
13 CORPORATION,)
14 Plaintiff,)
15 vs.)
16 JEN-HSUN HUANG, et al.,)
17 Defendants,)
18 – and –)
19 NVIDIA CORPORATION, a Delaware)
20 corporation,)
21 Nominal Defendant.)

22 [Caption continued on following page.]
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1 PHILLIP MCCARTHY, an Individual,
2 Derivatively on Behalf of NVIDIA
3 CORPORATION,

4 Plaintiff,

5 vs.

6 JEN-HSUN HUANG, et al.,

7 Defendants,

8 – and –

9 NVIDIA CORPORATION, a Delaware
10 corporation,

11 Nominal Defendant.

No. C-06-07035-SBA

12 LIUNA STAFF & AFFILIATES PENSION
13 FUND, Derivatively on Behalf of NVIDIA
14 CORPORATION,

15 Plaintiff,

16 vs.

17 JEN-HSUN HUANG, et al.,

18 Defendants,

19 – and –

20 NVIDIA CORPORATION, a Delaware
21 corporation,

22 Nominal Defendant.

No. C-06-07061-SBA

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1	ROBERT MARKEWICH, In The Right Of)	No. C-06-07416-SBA
	And For The Benefit Of NVIDIA)	
2	CORPORATION,)	
)	
3	Plaintiff,)	
)	
4	vs.)	
)	
5	JEN-HSUN HUANG, et al.,)	
)	
6	Defendants,)	
)	
7	– and –)	
)	
8	NVIDIA CORPORATION,)	
)	
9	Nominal Defendant.)	
)	

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WHEREAS, there are currently six derivative actions pending in this District filed by NVIDIA Corporation (“NVIDIA” or the “Company”) shareholders on behalf of the Company arising out of the same transactions and occurrences and involving the same or substantially similar issues of law and fact, and, therefore, the six actions should be consolidated for all purposes under Fed. R. Civ. P. 42(a):

Abbreviated Case Name	Case Number	Date Filed
<i>Edward J. Goodman Life Income Trust v. Huang, et al.</i>	C-06-06110-SBA	September 29, 2006
<i>Park v. Huang, et al.</i>	C-06-06544-SBA	October 19, 2006
<i>Alaska Electrical Pension Fund v. Huang, et al.</i>	C-06-06952-SBA	November 7, 2006
<i>McCarthy v. Huang, et al.</i>	C-06-07035-SBA	November 13, 2006
<i>LIUNA Staff & Affiliates Pension Fund v. Huang, et al.</i>	C-06-07061-SBA	November 14, 2006
<i>Markewich v. Huang, et al.</i>	C-06-07416-SBA	December 4, 2006

WHEREAS, on December 7, 2006 LIUNA Staff & Affiliates Pension Fund (“LIUNA”) filed a Memorandum of Points and Authorities in Support of the Motion of LIUNA Staff & Affiliates Pension Fund for Consolidation of Related Cases, Appointment as Lead Derivative Plaintiff, Appointment of Barrack, Rodos & Bacine [(“Barrack Rodos”)] as Interim Lead Derivative Counsel;

WHEREAS, on December 8, 2006, Edward J. Goodman Life Income Trust filed a Memorandum of Points and Authorities in Support of the Motion of the Edward J. Goodman Life Income Trust to Consolidate Related Actions, for Appointment as Lead Plaintiff and for Appointment of Co-Lead Counsel, selecting Berman, DeValerio, Pease, Tabacco, Burt & Pucillo and Kohn, Swift & Graf, P.C. as Co-Lead Counsel;

WHEREAS, on December 15, 2006, Alaska Electrical Pension Fund (“Alaska Electrical”) filed a Notice of Motion and Motion to Consolidate, to Appoint Alaska Electrical Pension Fund as Lead Plaintiff and Appoint Lerach Coughlin Stoia Geller Rudman & Robbins LLP [(“Lerach Coughlin”)] as Lead Counsel;

1 WHEREAS, after meeting and conferring, all lead plaintiff movants agree that Alaska
2 Electrical and LIUNA should be appointed lead plaintiffs and Lerach Coughlin and Barrack Rodos
3 should be appointed co-lead counsel;

4 WHEREAS, nominal defendants NVIDIA and the individual defendants have no objection to
5 the appointment of Alaska Electrical and LIUNA as lead plaintiffs and Lerach Coughlin and Barrack
6 Rodos as co-lead counsel;

7 WHEREAS, on February 28, 2007, Alaska Electrical and LIUNA, in their agreed-upon
8 capacity as lead plaintiffs, filed the Consolidated Verified Shareholders Derivative Complaint
9 (“Consolidated Complaint”);

10 WHEREAS, nominal defendant NVIDIA and all individual defendants intend to file motions
11 to dismiss the Consolidated Complaint; and

12 WHEREAS, all parties agree that, given the complexity and importance of the issues, an
13 extended briefing schedule on defendants’ motions is appropriate;

14 THEREFORE, IT IS STIPULATED AND AGREED by lead plaintiff movants and
15 defendants, through their respective counsel of record, as follows:

16 **I. CONSOLIDATION OF ACTIONS**

17 1. The following actions are hereby consolidated for all purposes, including pretrial
18 proceedings, trial and appeal:

19 2. The caption of these consolidated actions shall be “*In re NVIDIA Corp. Derivative*
20 *Litigation*” and the files of these consolidated actions shall be maintained in one file under Master
21 File No. C-06-06110-SBA. Any other actions now pending or later filed in this Court which arise
22 out of or are related to the same facts as alleged in the above-identified cases shall be consolidated
23 for all purposes, if and when they are brought to the Court’s attention.

24 3. Every pleading filed in the consolidated actions, or in any separate action included
25 herein, shall bear the following caption:

(a) Place a copy of this Order in the separate file for such action;

(b) Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or their counsel in the newly-filed or transferred case; and

(c) Make an appropriate entry on the Master Docket. This Court requests the assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any case which properly might be consolidated as part of *In re NVIDIA Corp. Derivative Litigation*.

II. APPOINTMENT OF LEAD PLAINTIFFS AND CO-LEAD COUNSEL

9. Plaintiffs Alaska Electrical and LIUNA shall be appointed lead plaintiffs.

10. The law firms of Lerach Coughlin and Barrack Rodos shall be appointed co-lead counsel for plaintiffs in the consolidated NVIDIA shareholder derivative actions.

11. Co-lead counsel shall be responsible for the overall supervision and conduct of the consolidated actions on behalf of all plaintiffs and shall have authority to speak for plaintiffs in matters regarding pretrial and trial procedure and settlement negotiations, and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

12. Co-lead counsel shall be responsible for coordination of all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No motion, request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs except through co-lead counsel.

13. Co-lead counsel also shall be available and responsible for communications to and from this Court. Co-lead counsel shall be responsible for the creation and maintenance of a master service list of all parties and their respective counsel.

14. Defendants' counsel may rely upon all agreements made with co-lead counsel, or other duly authorized representatives of plaintiffs, and such agreements shall be binding on plaintiffs.

III. BRIEFING SCHEDULE

1. Nominal defendant NVIDIA and the individual defendants shall file their motions to dismiss on or before May 15, 2007.

2. Lead plaintiffs shall file their opposition brief(s) on or before July 2, 2007.

3. Nominal defendant NVIDIA and the individual defendants shall file their reply brief(s) on or before July 23, 2007.

4. A hearing on the motions to dismiss will occur on a date thereafter convenient to the Court.

IT IS SO STIPULATED.

DATED: April 3, 2007

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
SHAWN A. WILLIAMS
MONIQUE C. WINKLER

/s/
SHAWN A. WILLIAMS

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Counsel for Alaska Electrical Pension Fund and
[Proposed] Co-Lead Counsel for Plaintiffs

1 *I, Shawn A. Williams, am the ECF User whose ID and password are being used to file this*
2 *Stipulation and [Proposed] Order Consolidating Cases for all Purposes, Appointing Lead Plaintiff*
3 *and Lead Counsel and Setting Briefing Schedule. In compliance with General Order 45, X.B., I*
4 *hereby attest that Christopher T. Heffelfinger has concurred in this filing.*

5 DATED: April 3, 2007

BERMAN DeVALERIO PEASE TABACCO
BURT & PUCILLO
CHRISTOPHER T. HEFFELFINGER

6
7 /s/

CHRISTOPHER T. HEFFELFINGER

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Counsel for Plaintiff Edward J. Goodman Life
Income Trust

12 *I, Shawn A. Williams, am the ECF User whose ID and password are being used to file this*
13 *Stipulation and [Proposed] Order Consolidating Cases for all Purposes, Appointing Lead Plaintiff*
14 *and Lead Counsel and Setting Briefing Schedule. In compliance with General Order 45, X.B., I*
15 *hereby attest that Denis F. Sheils has concurred in this filing.*

16 DATED: April 3, 2007

KOHN SWIFT & GRAF, P.C.
DENIS F. SHEILS

17 /s/

DENIS F. SHEILS

18 One South Broad Street, Suite 2100
19 Philadelphia, PA 19107-3389
20 Telephone: 215/238-1700
21 215/238-1968 (fax)

Counsel for Plaintiff Edward J. Goodman Life
Income Trust

22 *I, Shawn A. Williams, am the ECF User whose ID and password are being used to file this*
23 *Stipulation and [Proposed] Order Consolidating Cases for all Purposes, Appointing Lead Plaintiff*
24 *and Lead Counsel and Setting Briefing Schedule. In compliance with General Order 45, X.B., I*
25 *hereby attest that Stephen R. Bassar has concurred in this filing.*

26 DATED: April 3, 2007

BARRACK, RODOS & BACINE
STEPHEN R. BASSER
JOHN L. HAEUSSLER

27 /s/

28 STEPHEN R. BASSER

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Counsel for Plaintiff LIUNA Staff & Affiliates
Pension Fund and [Proposed] Co-Lead Counsel
for Plaintiffs

I, Shawn A. Williams, am the ECF User whose ID and password are being used to file this Stipulation and [Proposed] Order Consolidating Cases for all Purposes, Appointing Lead Plaintiff and Lead Counsel and Setting Briefing Schedule. In compliance with General Order 45, X.B., I hereby attest that James N. Kramer has concurred in this filing.

DATED: April 3, 2007

ORRICK, HERRINGTON & SUTCLIFFE LLP
JAMES N. KRAMER
MICHAEL D. TORPEY
RICHARD GALLAGHER
JAMES THOMPSON

/s/

JAMES N. KRAMER

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Attorneys for Nominal Defendant NVIDIA
Corporation and Defendants Jen-Hsun Huang,
Marvin D. Burkett, Chris A. Malachowsky,
David M. Shannon, Daniel F. Vivoli, Jeffrey D.
Fisher, Steven Chu, Tench Coxe, James C.
Gaither, Harvey C. Jones, William J. Miller,
Mark L. Perry, A. Brooke Seawell, Curtis R.
Priem, Mark L. Steven, and Mary Dotz

1
2 *I, Shawn A. Williams, am the ECF User whose ID and password are being used to file this*
3 *Stipulation and [Proposed] Order Consolidating Cases for all Purposes, Appointing Lead Plaintiff*
and Lead Counsel and Setting Briefing Schedule. In compliance with General Order 45, X.B., I
hereby attest that Karin Kramer has concurred in this filing.

4 DATED: April 3, 2007

HOWREY LLP
KARIN KRAMER
LEIGH A. KIRMSSE

6
7 /s/

KARIN KRAMER

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Telephone: 415/848-4966
415/848-4999 (fax)

10 Attorneys for Defendant Christine B. Hoberg

11 * * *

12 **ORDER**

13 IT IS SO ORDERED.

14
15 DATED:
16 4/24/07

17 
THE HONORABLE SAUNDRA B. ARMSTRONG
UNITED STATES DISTRICT JUDGE

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CERTIFICATE OF SERVICE

I hereby certify that on April 3, 2007, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

/s/

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